

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of Entergy )	
Arkansas, Inc., Midsouth TransCo LLC, )	
Transmission Company Arkansas, LLC and )	
ITC Midsouth LLC for Approval of Transfer of )	File No. EO-2013-0396
Assets and Certificate of Convenience and )	
Necessity, and Merger and, in connection therewith,) )	
Certain Other Related Transactions )	

**RESPONSE OF THE MISSOURI JOINT MUNICIPAL ELECTRIC  
UTILITY COMMISSION TO ORDER DIRECTING RESPONSE FROM  
ALL APPLICANTS TO INTERVENE**

COMES NOW the Missouri Joint Municipal Electric Utility Commission, and for its Response to the Missouri Public Service Commission's ("Commission") Order Directing Response from All Applicants to Intervene, states as follows:

1. On March 7, 2013, ITC Midsouth LLC ("ITC") filed an objection to the Missouri Joint Municipal Electric Utility Commission's ("MJMEUC") Application to Intervene.
2. Such objection was summary in nature and improperly stated the burden on applicant to intervene as to "identify any particular issues or concerns with the Application." ¶3 of Reply of ITC.
3. Commission rule 4 CSR 240-2.075 (2) states that an application to intervene shall "state the intervenors interest in the case and reasons for seeking intervention." Intervenor are also required to state a proposed position, and intervenors are allowed to reserve their position if the intervenor is unsure of the position it will take at the time of application.

4. In paragraphs 4-7 of MJMEUC's Application to Intervene, MJMEUC clearly states why MJMEUC has an interest in this case, as well as its reasons for seeking intervention. The interest MJMEUC has in this case is related to the transmission service it currently takes from Entergy Arkansas over the transmission assets in question in this case. Neither Staff or the Office of Public Counsel are likely seek to represent the interests of MJMEUC in relation to its continued delivery of power to Thayer, or any cost impacts on MJMEUC through the use of the transmission assets in question. It is even more improbable that either ITC or Entergy Arkansas will advocate on MJMEUC's behalf. Therefore, MJMEUC's interest is different from the other parties in this case, and is not currently being represented by any other party.
5. In accordance with the Commission's Order, MJMEUC would further state that the arguments of both Empire and KCPL in their Responses to the Commission Order state sufficient reasons for review by the Commission and MJMEUC would adopt those arguments; MJMEUC, like Empire, also owns part of the Plum Point generator, and delivers power from that generator directly into the city of Thayer and onto the transmission system of Associated Electric, which is interconnected at Thayer. The continued reliability and availability of the transmission grid is of interest to MJMEUC.
6. Additionally, ITC's capital structure is different than Entergy Arkansas's capital structure. ITC's capital structure contains significantly more equity than Entergy Arkansas, apparently the result of "double leverage" whereby ITC's holding company parent holds some of the debt of the affiliate so that equity in the affiliate can be

artificially increased. Regardless of which open access transmission tariff is applied (MISO or Entergy Arkansas or another OATT), such a change in capital structure from Entergy Arkansas to ITC will most likely result in increased transmission costs for MJMEUC, with no corresponding increase in service or reliability. Whether the proposed asset transfer is not detrimental to the public interest remains to be determined by the Commission, but ITC has not shown in its application that said transfer is not detrimental to the public interest. Indeed, in paragraph 14 of ITC's application, ITC declined to share its financials with the Commission. Regarding MJMEUC in particular, ITC has failed to demonstrate in its application how the proposed transfer will not increase the cost of MJMEUC to serve its members.

7. Entergy Arkansas did not object to MJMEUC's Application to Intervene.
8. Entergy Arkansas did ask the Commission to limit the scope of this proceeding. Counsel would pray that this Commission not ignore matters entrusted to its jurisdiction.

Respectfully Submitted,  
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***ATTORNEY FOR MJMEUC***

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing application to intervene was served by e-mailing a copy to all parties on the Commission's Service List this 11<sup>th</sup> day of March, 2013.

/s/ Douglas L. Healy  
DOUGLAS L. HEALY